

SCRUTINEERS' REPORT

To  
Mr. Cyrus Mistry  
Chairman appointed by Hon'ble High Court of Judicature  
at Bombay for the Meeting of Equity Shareholders of  
Tata Consultancy Services Limited  
9<sup>th</sup> Floor, Nirmal Building,  
Nariman point,  
Mumbai 400021.

Sir,

We submit a report on the result of the poll conducted as per the provisions of the Companies Act, 1956 at the court convened meeting of the equity shareholders of Tata Consultancy Services Limited held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 on Friday, May 31, 2013 at 3.30 p.m.

Voted in favour and against the Composite Scheme of Arrangement between Tata Consultancy Services Limited and TCS e-Serve Limited and TCS e-Serve International Limited and their respective shareholders (“ Composite Scheme”)			
Particulars	Number	Representing No. of equity shares of Re. 1/- each	Nominal Value of Shares (Rs)
Total number of ballots represented by equity shareholders/ proxy holders/ authorized representatives	1178	1,68,57,71,883	1,68,57,71,883
Less: No. of ballots found to be invalid	39	19,12,158	19,12,158
Total No. of Valid Ballots	1139	1,68,36,61,525	1,68,36,61,525
Total No. of valid votes FOR the Resolution	1137	1,68,36,61,513	1,68,36,61,513
Total No. of valid votes AGAINST the Resolution	2	12	12
% of valid votes in favour of the Resolution	99.82	100	100
% of valid votes against the Resolution	0.18	0	0

All the Poll Papers have been accounted for.

CATEGORY OF SHAREHOLDERS/MEMBERS VOTING

Of the Valid Ballots	Number	Representing No. of equity shares of Re. 1/- each	Nominal Value of Shares (Rs)
(a) No. of Members voting in person	153	45,02,761	45,02,761
For	151	45,02,749	45,02,749
Against	2	12	12
(b) No. of Members voting by representation	5	15,25,469	15,25,469
For	5	15,25,469	15,25,469
Against	0	0	0
(c) No. of Members voting by proxy	981	1,67,76,33,295	1,67,76,33,295
For	981	1,67,76,33,295	1,67,76,33,295
Against	0	0	0

A list of equity shareholders, who voted “FOR”, “AGAINST” and whose votes were declared invalid is annexed hereto.

Based on the above facts, the resolution to the Composite Scheme, may be considered as passed with requisite majority as per the requirement of the provisions of the Companies Act, 1956.

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**Scrutineer (1)**  
**Name : Mr. P. N. Parikh**  
**Practising Company Secretary**  
111,11th Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp Laxmi Indl Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai 400053

FCS 327      CP NO. 1228

Date: May 31, 2013

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**Scrutineer (2)**  
**Name: Mrs. Asha Lata Maheshwari**  
**Equity Shareholder**  
Flat No 702 Sham Smruti  
79/ A Tagore Road, Santacruz (W),  
Mumbai 400 054

DP ID & CLIENT ID : IN30075710627675

**Place:** Mumbai